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XJ International Holdings Co., Ltd.
希教國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1765)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 AUGUST 2024

Reference is made to the annual report for the year ended 31 August 2024 (the "**2024 Annual Report**") of XJ International Holdings Co., Ltd. (the "**Company**") published on 31 December 2024. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those used in the 2024 Annual Report.

In addition to the information provided in the 2024 Annual Report, the Board would like to provide the following clarification and additional information on the share option scheme of the Company which is set out in the section headed "2022 SHARE OPTION SCHEME" in the Report of Directors:

	Date of Grant	Vesting Date	Exercise Period	Granted during the Reporting Period	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Exercise Price of Share HK$ per Share	Numbers of Share Options Outstanding at 1 September 2023	Number of Shares Options Outstanding at 31 August 2024
Xu Changjun	11 May 2022	1 December 2022	during the period from 11 May 2023 to 30 Nov 2032	—	—	—	—	0.486	5,000,000	5,000,000
He Shengli[3]	11 May 2022	1 December 2022	during the period from 11 May 2023 to 30 Nov 2032	—	—	—	10,000,000	0.486	10,000,000	—
	26 September 2023	26 September 2024	during the period from 26 Sep 2024 to 30 Nov 2032	15,000,000	—	—	15,000,000	0.493	—	—

	Date of Grant	Vesting Date	Exercise Period	Granted during the Reporting Period	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Exercise Price of Share HK$ per Share	Numbers of Share Options Outstanding at 1 September 2023	Number of Shares Options Outstanding at 31 August 2024
Tang Jianyuan[4]	11 May 2022	1 December 2022	during the period from 11 May 2023 to 30 Nov 2032	—	—	—	—	0.486	5,000,000	5,000,000
	26 September 2023	26 September 2024	during the period from 26 Sep 2024 to 30 Nov 2032	15,000,000	—	—	—	0.493	—	15,000,000
Lou Qunwei[5]	26 September 2023	26 September 2024	during the period from 26 Sep 2024 to 30 Nov 2032	10,000,000	—	—	—	0.493	—	10,000,000
Employees (non-connected persons)	11 May 2022	1 December 2022	during the period from 11 May 2023 to 30 Nov 2032	—	—	—	33,559,000	0.486	395,081,822	361,522,822
	26 September 2023	26 September 2024	during the period from 26 Sep 2024 to 30 Nov 2032	150,000,000	—	—	—	0.493	—	150,000,000
Total				190,000,000	—	—	58,559,000	—	415,081,822	546,522,822

Notes:

1. The validity period of share options granted on 11 May 2022 is from 1 December 2022 to 30 November 2032 (both days inclusive). No Share Options could be exercised before 10 May 2023. The closing price of the Shares on 10 May 2022 was HK$0.455. As at 1 September 2023, the number of options available for grant under the 2022 Share Option Scheme is 190,249,248 Shares. As at 31 August 2024, the number of options available for grant under the 2022 Share Option Scheme is 58,808,248 Shares.

2. On 26 September 2023, the Company granted a total of 190,000,000 share options to 18 eligible participants to subscribe for 190,000,000 ordinary shares of US$0.00001 each. For details, please refer to the Company's announcements dated 26 September 2023 and 3 October 2023. The share options granted on 26 September 2023 are valid from the date of grant to 30 November 2032 (both dates inclusive). The closing price of the shares on 25 September 2023 was HK$0.490. The vesting of these share options is subject to the achievement of certain performance targets and other conditions determined by the Board at its sole discretion and notified in writing to the grantee(s). Performance targets are related to (i) financial parameters of the Group and (ii)individual performance indicators related to the grantee's role and responsibilities. The average fair value of the share options granted on 26 September 2023 was RMB0.2515 per share at the date of grant. Details of the valuation, including the accounting standards and policies adopted, are set out in Note 31 of the consolidated financial statement of the 2024 Annual Report.

3. Mr. He Shengli resigned with effect from 5 January 2024.

4. Mr. Tang Jianyuan resigned with effect from 27 September 2024.

5. Ms. Lou Qunwei has resigned as an executive Director and a member of the Strategy and Development Committee of the Company with effect from 29 November 2024, but will continue to serve as senior vice president of the Company.

Save as disclosed in this announcement, the remaining contents of the 2024 Annual Report remain unchanged.

By Order of the Board
XJ International Holdings Co., Ltd.
Zhang Bing
Chairman and non-executive Director

Hong Kong, 8 May 2025

As at the date of this announcement, the Board of the Company comprises Mr. Deng Yi, Mr. Wang Huiwu and Ms. Wang Xiu as executive Directors; Mr. Zhang Bing, Mr. Xu Changjun and Mr. Wang Xiaowu as non-executive Directors; and Mr. Zhang Jin, Mr. Liu Zhonghui and Mr. Xiang Chuan as independent non-executive Directors.